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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 1309  
(KDS CONTROLS, INC. AND AMROC INVESTMENTS LLC)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), KDS Controls, Inc. ("KDS"), and Amroc Investments LLC ("Amroc," and together with KDS, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1305 (KDS Controls And Amroc Investments LLC) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS KDS filed proof of claim number 1309 against Delphi on December 27, 2005, which asserts an unsecured non-priority claim in the amount of \$27,038.00 (the "Claim") stemming from the sale of goods.

WHEREAS, on February 7, 2007, KDS assigned the Claim to Amroc pursuant to a Notice of Transfer (Docket No. 6873).

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 12, 2007, KDS filed its Response To The Ninth Omnibus Objection (Docket No. 7229) (the "Response").

WHEREAS on May 24, 2007, to resolve the Ninth Omnibus Claims Objection

with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC"), KDS and Amroc entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$27,038.00.

WHEREAS, KDS acknowledges that it has been given the opportunity to consult with counsel before executing the Settlement Agreement and is executing such Settlement Agreement without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in the Settlement Agreement.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$27,038.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. KDS shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 1st day of June, 2007

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/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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